

USA Swimming Board of Directors Special Meeting Minutes

August 25, 2021 / Virtual Zoom Conference Call

1 **CALL TO ORDER**

2 Bob Vincent, Board Chair, called the August 25, 2021, Special Meeting of the Board of
3 Directors to order at 2:01 p.m. Mountain Daylight Time with the following members in
4 attendance:

5
6 **PRESENT**

7 Maya Andrews, Chris Brearton, Kenneth Chung, Kathy Fish, Bruce Gemmell, Jennifer Gibson,
8 Cecil Gordon, Natalie Hall, Tim Hinchey, Michelle Steinfeld, Katie Meili, Kathleen Prindle, Bill
9 Schalz, Jeanette Skow, Jim Sheehan, Jay Thomas, Bob Vincent.

10

11 **GUESTS**

12 Tim Bauer, Allison Beebe, Bill Charney, Joan Choi, Mike Dilli, Lucy Duncan, Andrew
13 Gemmell, Clark Hammond, Melissa Hellervik-Bing, Annie Norris, Shawn Smith, Matt Wilson.

14

15 **STAFF**

16 Paula D'Amico, Shana Ferguson, Abigail Howard, Kiki Laino, Isabelle McLemore, Lindsay
17 Mintenko, Eric Skufca, Joel Shinofield, Lucinda McRoberts, Mike Unger.

18

19 **DECLARATION OF CONFLICT OF INTEREST (2.5.4)**

20 *"Is any member aware of any conflict of interest (that is, of a personal interest or direct or*
21 *indirect pecuniary interest) in any matter being considered by this meeting, which should now*
22 *be reported or disclosed or addressed under the USA Swimming Conflict of Interest Policy?"*

23

24 If a Board member determines there to be a conflict of interest at any point during the
25 course of the meeting when a specific subject is being discussed and/or action is being
26 taken, a declaration of a conflict of interest should be made at that time.

27

28 **INTRODUCTION OF WORKING GROUP**

29 Michelle Steinfeld introduced the House of Delegates (HOD) Working Group.

30

31 **WORKING GROUP PRESENTATION**

32 HOD Working Group Chair, Shawn Smith, presented the HOD Working Group process and
33 proposed legislation (Attachments 1 - 2). Mr. Smith remarked that the Working Group
34 began by first identifying why the initial proposed HOD legislation did not pass. Mr. Smith
35 explained that the Working Group used that knowledge to draft a proposal that would
36 include a two-year "proof of concept" to test the proposed legislation. Mr. Smith reported

37 the Working Group operated with the mindset that athletes and coaches need the most
38 votes as the primary stakeholders within the membership. Mr. Smith also spoke about the
39 importance of grassroots athletes and their vote, along with officials and volunteers in
40 general.

41
42 The Board engaged in discussion regarding the pool of “10-Year Athletes,” including how it
43 could possibly be increased by the Athletes’ Advisory Committee (AAC) and approved by
44 the United States Olympic and Paralympic Committee (USOPC).

45
46 Chris Brearton added clarity around the legislation’s two-year window, specifically that the
47 expiration date could be lifted and/or amendments could be made. Mr. Brearton noted that
48 the legislation’s term limit provides a trial period, while also allowing USA Swimming to
49 come into compliance with the USOPC and federal law.

50
51 Mr. Smith briefly described the proposed legislation to create the Coach Advisory Council,
52 specifying that the Council would provide increased communication within the coaches’
53 community, as well as opportunities for coach members to provide direct feedback to the
54 organization.

55

56 **SPECIAL MEETING LOGISTICS/RESOLUTION**

57 Michelle Steinfeld presented a resolution to call a Special Meeting of the USA Swimming
58 House of Delegates.

59

60 **MOTION:** *To call a Special Meeting of the USA Swimming House of Delegates on September 25,*
61 *2021, at 10:00am MT, and that it be held virtually, to vote on legislative approvals necessary to*
62 *bring USA Swimming into compliance with the USOPC Bylaws and federal law. Seconded.*

63 **APPROVED.**

64

65 **LEGISLATION – NATIONAL BOARD OF REVIEW PROPOSALS**

66 Michelle Steinfeld presented two proposals to alter the composition of the National Board
67 of Review to comply with the USOPC Bylaws and federal law by increasing the number of
68 eligible athlete representatives (Attachment 3).

69

70 **MOTION:** *To approve the legislative changes to update the composition and athlete*
71 *representative requirements of the National Board of Review to provide for 1/3 members who*
72 *meet the USOPC’s definition of “athlete representative.” Seconded. **APPROVED.***

73

74

75

76 **LEGISLATION – WORKING GROUP LEGISLATION**

77 Michelle Steinfeld noted that the HOD Working Group and AAC will continue their
78 discussions regarding the HOD legislation.

79

80 **ADJOURN**

81 Mr. Vincent adjourned the meeting at 2:57 p.m. Mountain Daylight Time.

82

83 Respectfully submitted:



Michelle Steinfeld, Secretary and General Counsel



Bob Vincent, Board Chair

USA Swimming Board of Directors Minutes Attachments

August 25, 2021 / Virtual Zoom Conference Call

Attachment 1	Page 1 – HOD Working Group Draft Legislative Proposal
Attachment 2	Page 1 – HOD Draft Composition Proposal
Attachment 3	Page 2 – NBOR Legislative Proposal

USA SWIMMING
RULES & REGULATIONS COMMITTEE
PROPOSED
AMENDMENTS TO 2021 RULES AND REGULATIONS
FOR THE SEPTEMBER 25TH
SPECIAL MEETING OF THE HOUSE OF DELEGATES

No.	Description	Location	Recommendation
R-1	To provide for a USA Swimming Coach Advisory Council (CAC)	(new) 501.1.2	
R-2	To allow USA Swimming's House of Delegates to comply with USOPC Bylaw requirements	Corporate Bylaws 6.1.1 thru .9	

USA SWIMMING
RULES & REGULATIONS COMMITTEE
PROPOSED
AMENDMENTS TO RULES AND REGULATIONS
FOR THE SEPTEMBER 25TH
SPECIAL MEETING OF THE HOUSE OF DELEGATES

R-1	ACTION:	Adopted	Defeated	Adopted/Amended	Tabled	Postponed	Pulled
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- 1 Location: Page 13 – Corporate Bylaws Article 6.1 Organization
- 2 Proposed by: Board of Directors
- 3 Purpose: To provide for a USA Swimming Coach Advisory Council.
- 4 Recommendation: *The Rules and Regulations Committee recommends* _____.
- 5 Effective Date: September 26, 2021
- 6 501.1 OPERATING COMMITTEES — the following committees shall report to the President/CEO (or his/her designee): ^{1}_{SEP}
- 7 .1 [no changes]
- 8 .2 COACH ADVISORY COUNCIL
- 9 A The Coach Advisory Council (CAC) shall consist of twelve (12) coaches who meet the requirements of a USA Swimming
- 10 Coach member directly elected by coaches who meet the requirements of a USA Swimming Coach member.
- 11 B The Chair shall be elected by its voting members.
- 12 C Each CAC member shall serve a three (3) year term, staggered so that one-third (1/3) of such members are elected
- 13 each year.
- 14 **Duties and/or Responsibilities are missing / Athlete Representation ?**

R-2	ACTION:	Adopted	Defeated	Adopted/Amended	Tabled	Postponed	Pulled
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- 15 Location: Page 13 – Corporate Bylaws Article 6.1 Organization
- 16 Proposed by: Board of Directors
- 17 Purpose: To allow USA Swimming's House of Delegates to comply with USOPC Bylaw requirements.
- 18 Recommendation: *The Rules and Regulations Committee recommends* _____.
- 19 Effective Date: September 26, 2021 with an expiration date of December 31, 2023
- 20 **ARTICLE 6**
- 21 **HOUSE OF DELEGATES** ^{1}_{SEP}
- 22 **6.1 ORGANIZATION MEMBERS** – the following shall be the voting members of the House of Delegates:

- 23 .1 ~~All voting members of the~~ The Allied Member Director of the Board of Directors; ~~Zone Directors, the National Team Steering~~
24 ~~Committee, the National Team Athletes Committee, the Age Group Development Committee, the Rules & Regulations~~
25 ~~Committee, the Registration/Membership Committee, the Credentials/Elections Committee, the Senior Development~~
26 ~~Committee, and past USA Swimming Presidents or Board Chairs (as applicable) shall be members of the House of Delegates.~~
27 ~~Membership on any committee notwithstanding, USA Swimming employees shall not be members of the House of Delegates.~~
- 28 .2 The Zone Directors (four (4) coach, four (4) non-coach, and four (4) athlete), the four (4) Zone Junior Athlete Representatives,
29 sixteen (16) LSC Athlete Representatives, with four (4) elected by each Zone's LSC Athlete representatives, and twelve (12)
30 non-coach/non-athlete member, with three (3) selected by each Zone's Directors;
- 31 .3 The Rules & Regulations Committee Chair and the Rules & Regulations Committee shall elect five (5) non-athlete members
32 from the voting members of the Rules & Regulations Committee;
- 33 .4 All voting members of the National Team Steering Committee;
- 34 .5 The eight (8) non-athlete members of the Age Group Development Committee and two (2) Committee athlete members
35 elected by the Age Group Committee. The eight (8) non-athlete members of the Senior Development Committee and two (2)
36 Committee athlete members elected by the Senior Development Committee;
- 37 .6 The Coach Advisory Council shall elect seven (7) coach members from the Council;
- 38 .2 7 The eleven (11) members of the AEC; Athletes' Executive Committee and ten (10) National Representatives, five (5) being
39 appointed each year by the Athletes Chair and each serving a two (2) year term, shall be members of the House of Delegates.
40 The National Representatives and their alternates must at the time of their appointment be engaged in senior swimming, or
41 have competed in USA Swimming Championships within five (5) years preceding their appointment. The Board Chair may
42 appoint, from a slate of nominees submitted by the Athletes Committee, such further at large athlete members so as to bring
43 the total athlete representation in the House of Delegates to at least twenty percent (20%). ~~SEP~~
- 44 .3 8 The following from each LSC shall be members of the USA Swimming House of Delegates: the chair of its Administrative,
45 Senior, and Age Group divisions; the athletes' representative to the LSC; the coaches' representative to the LSC; and its
46 General Chair. An alternate for each of the delegates may also be elected. Information that may be of assistance to the House
47 of Delegates at its next meeting shall be provided in a conspicuous place on the website. Three (3) coach member delegates
48 and one (1) non-coach member delegate from each LSC. The LSC Board of Directors shall determine the method by which
49 the four (4) delegates are selected; and
- 50 .4 9 Any organization, as set forth in 2.3.2 of these Bylaws, which conducts a program in competitive swimming, or which is
51 composed of persons joined together in support of swimming or some aspect of it, may make application for membership to
52 USA Swimming. The Board of Directors or its designee shall determine whether an organization meets the criteria set forth
53 in this Article and may recommend ratification of membership by the House of Delegates. Additionally, if the organization is
54 national in character, the Board of Directors or its designee may recommend to the House of Delegates that the organization
55 be allowed to appoint a maximum of five (5) members to the House of Delegates. ~~SEP~~ The 10-Year Athlete representatives and
56 10-Year+ Athlete representatives shall constitute at least one-third (33.3%) of the total House of Delegates and shall be
57 directly elected by athletes who meet the same standards as 10-Year Athletes. A minimum of twenty percent (20%) must be
58 10-Year Athlete representatives and the remainder may be 10-Year+ Athlete representatives.
- 59 .5 ~~The United States delegates to, and swimming technical committee members of, the Federation Internationale de Natation~~
60 ~~and the Union Americana de Natacion shall automatically be members of the House of Delegates.~~ ~~SEP~~
- 61 .6 ~~Each of the Armed Forces may appoint one (1) member, provided it is actively engaged in senior swimming activity.~~ ~~SEP~~
- 62 .7 ~~The Board Chair, in consultation with the National Team Steering Chair, shall appoint, on an annual basis, twenty five (25)~~
63 ~~members selected from coaches who had athletes that qualified for the preceding Olympic Trials and from members that~~
64 ~~served as the manager or assistant manager on a national team or junior national team trip within the past four (4) years. The~~
65 ~~appointments shall provide for a reasonable geographic representation of USA Swimming Membership.~~ ~~SEP~~
- 66 .8 ~~The Board Chair shall be empowered to appoint up to ten percent (10%) of the total membership as members of the House~~
67 ~~of Delegates. One fourth (1/4) of all those appointed shall be appointed in equal numbers from members, other than athletes,~~
68 ~~of the five (5) LSCs having the largest number of registered athletes as of August 31 of the prior calendar year.~~ ~~SEP~~
- 69 .9 10 All members of the House of Delegates shall serve until their successors are selected, except that membership may be
70 terminated by resignation filed with the Secretary. All LSC members under 6.1 must be selected on or before July 1 of each
71 year and written certification thereof must be sent to the Secretary on or before July 15. No substitution of a member may be
72 made unless written certification thereof is given to the Convention Credentials Committee Chair on or before the House of

Proposed Amendments to Rules & Regulations
May 2021

73 Delegates is called to order.

74 .11 Membership on any committee notwithstanding, USA Swimming employees shall not be members of the House of Delegates.

167 athletes

	Athlete	Coach	At Large
10-year athletes (20%)	100		
10-year + athletes (13.3%)	67		
LSC Reps*		177	59
Board of Directors			1
Zone Directors/Athletes	24	4	16
Rules & Regs	1		6
Steering Committee		8	
Age Group Committee	2	8	
Senior Committee	2	8	
Registration/Membership Chair			
Credentials/ Election Chair			
Coaches Committee		7	
AEC	11		
2 yr Athletes at large			

Largest LSC/Allied Organizations	207	212	82	501
Traditional composition of the HOD	41%	42%	16%	0.33333333
	20	41	39	

Roster Sizes	
2016 Olympics	47
2012 Olympics	49
2015 Pan Ams	40
2019 Pan Ams	36
2011 Worlds	51
2013 Worlds	51
2015 Worlds	54
2017 Worlds	55
2019 Worlds	53

OW roster listed)

Notes

LSC Votes= 3 coach votes, 1 at large non coach
 Allied organization Vote, BOD has voice but no vote
For each Zone: 4 extra Athlete reps decided by zone athletes, Non-Coach Director, and 3 Extra At large non-coach/non-athlete determined by each Zone Board
 6 at Large= Chair, 5 Non-Athlete Members (Allied Organizations NCAA, YMCA, US Masters, NFHS)
 (May go up to 9 with OW coach?)
 10 yr/Active athletes not specified? If Filled by 10 yr athlete, then vote rolls into 2 year athlete pool
 10 yr/Active athletes not specified? If Filled by 10 yr athlete, then vote rolls into 2 year athlete pool

Independently elected (same verbiage as the athlete committee legislation) 12 coach members, 3 x 10 yr athletes
 Responsible for electing 7 coaching delegates to HOD
 presents Coaches position to HOD, and other committees/BOD as needed
 Collaborates with Nominating committee to for coach representation
 If 10 year athletes are on committees, votes are moved to Active at large TBD by AEC

Location: Page 93 – 402.1

Proposed by: Board of Directors

Purpose: To update the composition and athlete representative requirements of the National Board of Review to provide for 1/3 members who meet the USOPC's definition of "athlete representative"

Recommendation: *The Rules and Regulations Committee recommends _____*

Effective Date: September 25, 2021

402.1 NATIONAL BOARD OF REVIEW — The Chair and one or more Vice Chair(s) of the National Board of Review shall be appointed by the Board Chair, with the advice of the Secretary & General Counsel. The term of the Chair and Vice Chair(s) shall be two years with a limit of five (5) full terms each may serve. Each case submitted to the National Board of Review shall be assigned by the Chair of the National Board of Review to a panel consisting of members of the National Board of Review Committee, unless conflicts or other reasons require panel members who are not members of such Committee. Each hearing panel shall consist of not fewer than three (3) members and not more than five (5) members, ~~one of whom shall be an athlete member, to hear and decide the case~~ with a sufficient number of eligible athlete representatives so as to satisfy the requirement that such athletes constitute one third (33.3%) of the hearing panel, to hear and decide the case. The appointment of any member to a hearing panel who is not a member of the National Board of Review Committee shall be confirmed by the Board Chair and the Secretary & General Counsel.

Location: Page 98-99 – 407.1

Proposed by: Board of Directors

Purpose: To update the composition and athlete representative requirements of the National Board of Review to provide for 1/3 members who meet the USOPC's definition of "athlete representative"

Recommendation: *The Rules and Regulations Committee recommends _____*

Effective Date: September 25, 2021

407.1 PROCEDURE

.4 Unless the Board of Directors by majority vote decides otherwise, the review by the Board of Directors shall be on the basis of the record and written briefs and shall not be a de novo hearing. The Secretary & General Counsel may establish a hearing panel consisting of at least five (5) members (all of whom must be members of the Board of Directors and at least ~~twenty percent (20%)~~ one third (1/3) of whom must be ~~athlete members~~ 10-Year Athlete representatives) to hear any appeal, including appeals conducted as de novo hearings. The decision of the hearing panel shall be final with the same force and effect as if the full Board of Directors heard the matter.